

RECORDATION NO. 13685-E Filed 1429

RECORDATION NO. 13685-E

OCT - 1 1982 - 11 45 AM

X 30

OCT - 1 1982 - 11 45 AM
INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

13685-E
13685-F
13685-G

RECORDATION NO. 13685-6 Filed 1429

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

OCT - 1 1982 - 11 45 AM

2-274031

INTERSTATE COMMERCE COMMISSION

Date OCT 1 1982

Fee \$ 30.00

ICC Washington, D. C.

Dear Ms. Mergenovich:

Enclosed for recordation under Section 11303(a) of Title 49 of the U.S. Code are the original and two counterparts of each of Acceptance Supplement No. 3 dated July 29, 1982, Acceptance Supplement No. 4 dated September 1, 1982 and Acceptance Supplement No. 5 dated September 7, 1982 executed pursuant to an Equipment Lease Agreement dated as of March 1, 1982 between Southern Pacific Transportation Company, as lessee, and MMB Partners, as lessor, which is the primary document for these Acceptance Supplements. These Acceptance Supplements are secondary documents; their primary document was filed on June 29, 1982 at 12:45 P.M. and assigned recordation no. 13685.

A general description of the railroad maintenance-of-way equipment covered by the enclosed documents and intended for use related to interstate commerce is set forth in Schedule A attached hereto and made a part hereof.

The names and addresses of the parties to these documents are as follows:

Lessor:	MMB Partners c/o Mitsui Manufacturers Bank 135 East Ninth Street Los Angeles, California 90015
Lessee:	Southern Pacific Transportation Company One Market Plaza San Francisco, California 94111

The undersigned is the Lessor mentioned in the enclosed documents and has knowledge of the matters set forth therein.

Please return the original and one counterpart of each of these documents to Janice Wajda, Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$30.00 covering the required recording fee.

A short summary of the enclosed documents to appear in the Index follows:

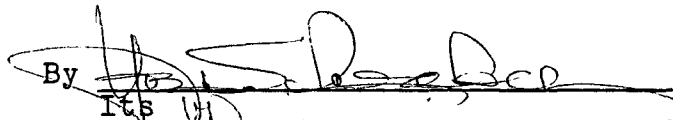
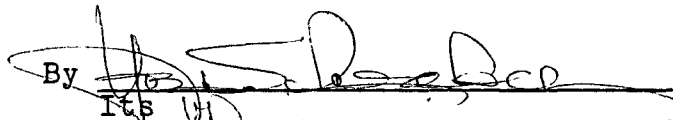
Open Report - 103 -

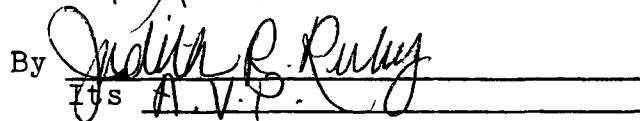
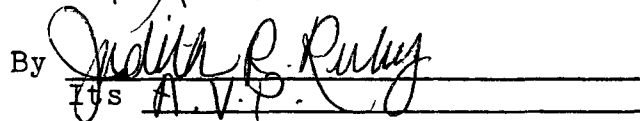
Acceptance Supplement No. 3 dated July 29, 1982, Acceptance Supplement No. 4 dated September 1, 1982 and Acceptance Supplement No. 5 dated September 7, 1982, all executed pursuant to the Equipment Lease Agreement dated as of March 1, 1982 between MMB Partners, as Lessor, c/o Mitsui Manufacturers Bank, 135 East Ninth Street, Los Angeles, California 90015, and Southern Pacific Transportation Company, as Lessee, One Market Plaza, San Francisco, California 94111, covering railroad maintenance-of-way equipment.

Very truly yours,

MMB PARTNERS, a California general partnership acting pursuant to a Restated and Amended Partnership Agreement dated as of December 15, 1981 between Mitsui Manufacturers Bank and Steiner Financial Corporation

By Mitsui Manufacturers Bank,
Its Managing Partner

By 
Its 

By 
Its 

LESSOR

DESCRIPTION OF EQUIPMENT

<u>Unit No.</u>	<u>Equipment Description</u>	<u>Vendor</u>	<u>Serial No.</u>
101	Cushman Speed Truck	Tractor Equipment Sales	552905
102	Ballast Regulator	Kershaw	26-1602
103	Ballast Regulator	Kershaw	26-1603
104	Tamper	Jackson/ Jordan	139269
105	Forklift	Clarklift	Y355-0143-5092
106	Forklift	Clarklift	Y355-0144-5092
107	Forklift	Clarklift	Y355-0145-5092
108	Tamper	Jackson/	132630
109	Ballast Regulator	Kershaw	26-1608
110	Ballast Regulator	Kershaw	26-1609

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

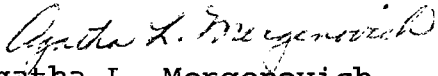
MMB Partners
c/o Mitsui Manufacturers Bnk.
135 East Ninth Street
Los Angeles, California 90015

October 1, 1982

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/1/82 at 10:45AM, and assigned re-recording number(s). 13685-E, 13685-F, & 13685-G

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

13685-E

REGISTRATION NO. 13685-E

Filed 1428

ACCEPTANCE SUPPLEMENT

OCT -1 1982 -9 45 AM
INTERSTATE COMMERCE COMMISSION

Supplement No. 3

Date July 29, 1982

THIS ACCEPTANCE SUPPLEMENT is executed pursuant to that certain Equipment Lease Agreement (Lease) dated as of March 1, 1982 between MMB Partners, a California general partnership acting pursuant to a Restated and Amended Partnership Agreement dated as of December 15, 1981 between Mitsui Manufacturers Bank and Steiner Financial Corporation, and Southern Pacific Transportation Company.

The terms used herein shall have the meaning given to such terms in the Lease.

Lessee hereby confirms that the Units described on Schedule A hereto have been delivered as of this date and that the Term of the Lease with respect to such Units shall be as provided in Schedule A and in the Lease and Schedule thereto.

Lessee confirms that, at the time of delivery set forth on Schedule A to this Acceptance Supplement, (a) each Unit has been examined by duly appointed and authorized representatives of Lessee; (b) each Unit was duly accepted by Lessee as a Unit for leasing under the Lease; (c) each Unit became subject to and governed by the terms of the Lease; and (d) Lessee became obligated to pay to Lessor the Quarterly Rent and all other amounts provided for in the Lease and the Schedule with respect to such Units.

Lessee represents and warrants that (i) the Units covered hereby are new Section 38 property, were not placed in the service or otherwise used prior to delivery and acceptance of such Units under the Lease and (ii) the price stated on each of Manufacturer's invoices covering the Units described on Schedule A is correct.

Lessee further represents and warrants that (i) no default or event which, with the giving of notice or the lapse of time, or both, would become such a default under the Lease has occurred and is continuing; and (ii) the representations and

warranties of Lessee contained in the Lease and any agreement relating thereto are true and correct on and as of the date hereof.

MMB PARTNERS, a California
general partnership acting
pursuant to a Restated and
Amended Partnership Agreement
dated as of December 15, 1981
between Mitsui Manufacturers
Bank and Steiner Financial
Corporation
Mitsui Manufacturers Bank,
Managing Partner

By [Signature]
Its VP

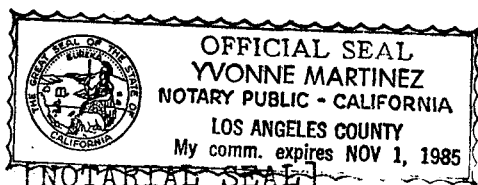
By [Signature]
Its Asst Vice President

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By [Signature]
Its MGR. LEASING - COMPUTERS
& M OF W PRODUCTS

STATE OF California)
COUNTY OF Los Angeles) SS

On this 20th day of August, 1982, before me personally appeared Yoe Moku and Judith R. Ruby, to me personally known, who being by me duly sworn, says that they are the Vice President and Asst. Vice President respectively of Mitsui Manufacturers Bank, managing partner of MMB Partners, a California general partnership, that said instrument was signed on behalf of said general partnership by authority of its partners, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said general partnership.

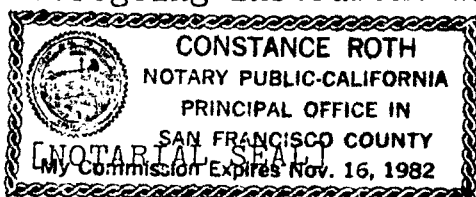


Yvonne Martinez
Notary Public

My commission expires:

STATE OF California)
COUNTY OF San Francisco) SS

On this 27th day of August, 1982, before me personally appeared Harry W. Meadon, to me personally known, who being by me duly sworn, says that he is the Manager - Leasing of SOUTHERN PACIFIC TRANSPORTATION COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Constance Roth
Notary Public

My commission expires: November 16, 1982

#101
Purchase Order No.: C220-64-79213

Description: (1) Cushman 100 lb. Carrying capacity, gasoline powered
four wheel speed truck

Identification No: N/A

Manufacturers Serial No.: 552905

Vendor or Manufacturer: Tractor Equipment Sales

Location: Portland, Oregon

Lessor's Cost: \$6,549.64

Rent: \$551.95

Commencement Date: October 1, 1982

Term: 3 Years